

I, GUY RUDLOFF, hereby declare,

1. From approximately September 25, 2007 to January 25, 2008, I served as the Director of Midwest Sales. I have personal knowledge of the matters set forth in this Declaration. If I were called upon to testify as to the truth of the facts set forth in this Declaration, I could, and would, do so competently.

2. In my capacity as Director, Midwest Sales for ValueClick, I had access to much of ValueClick's confidential and proprietary information, including, but not limited to, customer lists, sales contacts and resources.

3. In January of 2008, my employment with the Company ended and I attempted to take confidential information (the "Information") belonging to the Company with me. This Information included, but was not limited to, the following: New York adtech listing with contacts name and addresses, CJ advertisers, Q4 2007 Business Review for the Midwest – including sales numbers, ValueClick sales resources list – including sales presentations and proposal templates on ValueClick Central, agency listings, Imedia buyer attendees and CAB client names.

4. I understand that the Company considers the Information to be trade secret protected and that the Company would be irreparably harmed if I attempted to use the Information.

5. By signing this declaration I am assuring the Company that the Information has been destroyed by me and deleted from my computer. Moreover, I will

Exhibit E

not use the Information for my own personal gain or for any future employer in any manner whatsoever.

I declare under penalty of perjury under the laws of the State of California that the foregoing is true and correct.

Executed this ____ day of February____, 2008 at Chicago, Illinois.

Guy Rudloff